

Edgar Filing: Emerge Capital Corp - Form 8-K

Emerge Capital Corp  
Form 8-K  
January 30, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

NOVEMBER 11, 2005

EMERGE CAPITAL CORP.

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(Exact Name of Registrant as Specified in Charter)

|  |                             |                                      |
|--|-----------------------------|--------------------------------------|
| DELAWARE   | 02-28606                    | 22-3387630                           |
| -----  | -----                       | -----                                |
| (State or other jurisdiction<br>of incorporation)      | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| <br>109 NORTH POST OAK LANE, SUITE 422, HOUSTON, TEXAS |                             | 77024                                |
| -----  |                             | -----                                |
| (Address of principal executive offices)               |                             | (Zip code)                           |
| Registrant's telephone number, including area code:    |                             | (713) 621-2737                       |
|  |                             | -----                                |

NOT APPLICABLE

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(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On November 11, 2005, Corporate Strategies, Inc. ("CSI"), the wholly-owned

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and primary operating subsidiary of Emerge Capital Corp. (formerly known as NuWave Technologies, Inc.), entered into a stock purchase agreement (the "Agreement") pursuant to which CSI purchased from Mr. Robert P. Farrell and Mr. Joseph W. Donohue, Jr., each a shareholder (and collectively, the "Shareholders") of Sagamore Holdings, Inc. ("Sagamore"), and the Shareholders sold to CSI, in the aggregate, seventy million six hundred thousand (70,600,000) shares of common stock, par value \$0.001 per share ("Common Stock") of Sagamore in exchange for One Hundred Dollars (\$100). Prior to the purchase, the Shareholders owned eighty-eight million two hundred fifty thousand (88,250,000) shares of Common Stock and upon execution of the Agreement, CSI acquired approximately seventy percent (70%) of the total outstanding Common Stock as of the date of the Agreement.

### ITEM 9.01. FINANCIAL STATEMENTS ANDEXHIBITS

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibit No. Description:

| EXHIBIT | DESCRIPTION  | LOCATION          |
|---------|--|-------------------|
| 10.1    | Stock Purchase Agreement, dated November 11, 2005, by and among Corporate Strategies, Inc., Mr. Robert P. Farrell and Mr. Joseph W. Donohue, Jr. | Provided herewith |

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 30, 2006

EMERGE CAPITAL CORP.

By: /s/ Timothy J. Connolly

Name: Timothy J. Connolly

Title: Chief Executive Officer

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